FORM D

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION



SEC USE ONLY								
Prefix Serial								
DATE RE	CEIVED							

OMI ORM EIMITED OF ERANG EXEM	
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Limited partnership interests in LaSalle Japan Logistics Fund I L.P. (previously LaS	Salle Japan Logistics Fund L.P.)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule	506 Section 4(6) - ULOE
Type of Filing: ☐ New Filing ☐ Amendment	
A. BASIC IDENTIFICATION DATA	2. 2 Cl 200
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
LaSalle Japan Logistics Fund I L.P. (previously LaSalle Japan Logistics Fund L.P.)	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
33 Cavendish Square, P.O. Box 2326	(011) 020 7852 4000
London, England W1A 2NF	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Same as above.	(011) 020 7852 4000
Brief Description of Business	DDG
Acquisition, ownership, management and disposition of commercial real estate.	other (please specify): AUG 23 2 THOMSON
Type of Business Organization	AUG 22
☐ corporation ☐ limited partnership, already formed	other (please specify):
☐ business trust ☐ limited partnership, to be formed	THOMSON
Month Year	FINANCIAL
Actual or Estimated Date of Incorporation or Organization: 0 7 20 04	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation f	for State:
CN for Canada: FN for other foreign jurisdiction)	FN
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg 15 U.S.C. 77d(6).	gulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the off	

Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) LaSalle Investment Management, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) LaSalle Logistics GP LLC Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 General and/or Check Box(es) that Apply: □ Executive Officer Promoter ■ Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) Michael Ricketts Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: Director General and/or Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Gordon Repp Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: Promoter ■ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) James Jasionowski Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Demetri Rackos Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601 Check Box(es) that Apply: Executive Officer ☐ General and/or □ Promoter ☐ Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) Lynn Thurber Business or Residence Address (Number and Street, City, State, Zip Code) 200 E. Randolph Drive, Chicago, IL 60601

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	■ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, if individual)										
Kim Woodrow										
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)								
200 E. Randolph Drive, Chicago, IL 60601										
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)				· · · · · · · · · · · · · · · · · · ·					
C. Allan Swaringen										
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)								
200 E. Randolph Dri	ve, Chicago, IL	60601								
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
John D. and Catherin	e T. MacArthu	r Foundation								
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)	*		-					
140 South Dearborn	Street, Suite 12	00, Chicago, IL 60603	3							
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Peace House Propert	ies Company									
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)								
P.O. Box 1043, Geor	ge Town, Gran	d Cayman, Cayman Is	lands							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
HIP Company Limite	ed									
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)								
7 Castle Street, St He	elier, Jersey, Ch	annel Islands, JE2 3R	T							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Stephen A. Smith										
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)								
200 E. Randolph, Ch	icago, IL 6060	1								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if	individual)									
Leo Owens										
Business or Residence Address										
200 E. Randolph, Ch	icago, IL 6060	1								

				В.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
1. Has t	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			\boxtimes
			A	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. What is the minimum investment that will be accepted from any individual?										. <u>\$ N/A</u>		
										Yes	No	
3. Does the offering permit joint ownership of a single unit?												\boxtimes
comr offer and/o	mission or ing. If a pa or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or o	chasers in agent of a dealer. If n	be paid or connection broker or concrethan fin formation	with sales dealer regis ve (5) pers	of securition tered with ons to be li	the SEC sted are		
	me (Last n ne - Not A			l)								
				r and Stree	t, City, Sta	te, Zip Coo	de)			· · · · · · · · · · · · · · · · · · ·		
Name	£ A	- I D I -										
name of	f Associate	еа втокег с	or Dealer									
					ends to Sol				****************			Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[Al]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
States in	n Which Pe	erson Liste	d Has Solid	cited or Inte	ends to Sol	icit Purcha	sers					
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[wɪ]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ess (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker	or Deoler				1			·		
maille 0	n Associati	ea Diokei (n Dealei									
					ends to Sol		sers				🗌 Al	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Type of Security Offering Price Sold Debt Equity Common Preferred Convertible Securities (including warrants).....\$ \$75,000,000.00 Other (Specify _____) \$ Total \$75,000,000.00 \$75,000,000.00 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors \$75,000,000.00 Non-accredited Investors \$-0-Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A..... Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... \$-0-Printing and Engraving Costs \$-0-Legal Fees. \$350,000.00 \$75,000.00 Accounting Fees Engineering Fees \$-0-Sales Commission (specify finders' fees separately)..... \$50,000.00 Other Expenses (identify) Miscellaneous expenses (postage, travel, etc.)

Total

\$475,000.00

	C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND USI	OF	PROCEEDS	
b.	i l :d 	\$ 74,525,000.00			
5.	each of the purposes shown. If the amoun	d proceeds to the issuer used or proposed to be use not for any purpose is not known, furnish an estimat The total of the payments listed must equal the adjusted part C – Question 4.b above.	e and	i	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees			\$	<u>\$</u>
	Purchase of real estate		x	\$ 74,525,000	.00 \$
	Purchase, rental or leasing and instal	lation of machinery and equipment		\$	<u>\$</u>
	Construction or leasing of plant build	dings and facilities	. 🗆	\$	<u>\$</u>
	offering that may be used in exchang	uding the value of securities involved in this ge for the assets or securities of another issuer		¢	□ \$
	Other (specify): Research and Devel	opment	. Ц	\$	<u> </u>
			. 🗆	\$	<u> </u>
	Column Totals		. 🙀	\$74,525,000.	od <u>\$</u>
	Total Payments Listed (column total	s added)		29 <u>\$ 7</u>	4,525,000.00
		D. FEDERAL SIGNATURE			
fol	lowing signature constitutes an undertakin	igned by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities and by the issuer to any non-according to the stor pursu-	Exc	hange Commissio	on, upon written
Iss	uer (Print or Type)	Signaphre		Date	
Las	Salle Japan Logistics Fund I L.P.	LaSalle Logistics GP LL General Partner		August [9 2004	1
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)			
C.	Allan Swaringen	Authorized Person of the General Partner of the	Issue	er	

-ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE								
	presently subject to any of the disqualification prov	<u> </u>							
	See Appendix, Column 5, for state response.								
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any state in as required by state law.	which this notice is filed, a notice on							
3. The undersigned issuer hereby undertake issuer to offerees.	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that must be so the state in which this notice is filed and understands lishing that these conditions have been satisfied.								
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly caused this	notice to be signed on its behalf by the							
Issuer (Print or Type)	Signature	Date							
LaSalle Japan Logistics Fund I L.P.	LaSalle Logistics GP LLC, General Partner	August [9 , 2004							
Name (Print or Type)	Title (Print or Type)								
C. Allan Swaringen	Authorized Person of the General Partner of the Is	suer							

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL				1121 501010	Timount	1111001010				
AK										
AZ										
AR										
СА										
СО										
СТ										
DE										
DC										
FL										
GA										
НІ										
ID										
IL		⊠	Limited partnership interests; \$75,000,000	1	\$25,000,000				⊠	
IN				,						
IA										
KS										
KY										
LA										
МЕ										
MD										
MA							70.60			
MI										
MN										
MS										
МО										
MT										

APPENDIX

1	2	,	,	A .					
	Intend to non-a- investors	to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
NE									
NV				,					
NH									
NJ									
NM									
NY									
NC									
ND									
ОН									
OK.									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									